

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In Re:

**Mountain Express Oil Company, *et al.*,
Debtors.**

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**Chapter 7
(Previously Chapter 11)

Case No. 23-90147**

**SUMMARY COVERSHEET TO THE FIRST AND FINAL FEE APPLICATION
OF GABLE & GOTWALS, P.C. AS ORDINARY COURSE PROFESSIONAL FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
MARCH 20, 2023 THROUGH AUGUST 24, 2023**

Name of Applicant	Gable & Gotwals, P.C.	
Applicant's Role in Case:	Ordinary Course Professional; § 327(e) counsel	
Interim or Final Application	Final	
Date Order of Employment Signed	May 15, 2023 [Dkt. No. 407] May 18, 2023 [Dkt. No. 421]	
Effective date of order approving professional's retention:	March 20, 2023	
	Beginning of Period	Ending of Period
Time period covered by this Application:	March 20, 2023	August 24, 2023
Time period covered by prior Applications:	N/A	N/A
Total amounts awarded in all prior Applications	N/A	
Total fees applied for in this application and in all prior applications (including any retainer amounts applied or to be applied)	No prior applications; no retainer	
Total professional fees requested in this Application:	\$35,711.00	
Total actual professional hours covered by this Application:	66.6	
Average hourly rate for professionals:	\$536.20	
Total paraprofessional fees requested in this Application:	\$0	
Total actual paraprofessional hours covered by this Application:	0	
Average hourly rate for paraprofessionals:	N/A	
Reimbursable expenses south in this Application:	\$52.80	
Application Cost:	\$0	

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In Re:

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**Chapter 7
(Previously Chapter 11)

Case No. 23-90147**

**FIRST AND FINAL FEE APPLICATION OF GABLE & GOTWALS, P.C. AS
ORDINARY COURSE PROFESSIONAL FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR
MARCH 20, 2023 THROUGH AUGUST 24, 2023**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN TWENTY-ONE (21) DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

Gable & Gotwals, P.C. ("GableGotwals" or the "Applicant") files its first and final fee application for approval and payment, as an administrative expense of compensation and reimbursement of expenses for March 20, 2023 – August 24, 2023 (the "Application Period"), as an ordinary course professional to Debtor Mountain Express Oil Company (the "Debtor"), prior to conversion of the above captioned case to chapter 7, and respectfully represents as follows:

JURISDICTION

1. GableGotwals submits this Fee Application pursuant to §§ 330 and 503(b)(2) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and the local rules and procedures of this Court.

2. The Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. § 1408.

RELIEF REQUESTED

3. GableGotwals requests that the Court enter an order allowing GableGotwals' compensation for professional services rendered to Debtor during the Application Period in the amount of \$35,711.00.

4. GableGotwals requests that the Court enter an order allowing GableGotwals' reimbursement for any costs and expenses incurred during the Application Period in the amount of \$52.80.

BACKGROUND

5. On March 18, 2023 (the “Petition Date”), the Debtors filed their jointly administered chapter 11 cases (prior to conversion, the “Chapter 11 Cases”). The Debtors operated their business and managed their properties as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code until a Chapter 11 Trustee was appointed on August 17, 2023.

6. On April 4, 2023, the Office of the United States Trustee for the Southern District of Texas (the “UST”) appointed the Official Committee of Unsecured Creditors. [Dkt. No. 202].

7. On May 15, 2023, the Court entered its *Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [Dkt. No. 407] and on May 18, 2023, the Debtors filed a *Notice of Filing of Additional Professional to be Employed by the Debtors in the Ordinary Course of Business* [Dkt. No. 421], adding GableGotwals as a “Tier 2” Ordinary Course Professional.

8. On June 14, 2023, GableGotwals filed its supporting *Declaration of Disinterestedness* [Dkt. No. 524] (the “Declaration”). There were no objections to GableGotwals’ retention. The total fees and expenses sought are less than those anticipated, as set forth in the Declaration.

9. GableGotwals qualifies as special counsel pursuant to 11 U.S.C. § 327(e). As a “Tier 2” ordinary course professional, GableGotwals was authorized to bill and collect its fees in the ordinary course of business, up to a cap of \$50,000 per month, which GableGotwals never approached much less exceeded. Despite this arrangement, GableGotwals was not paid during its representation of the Debtors.

10. GableGotwals has successfully represented the Debtor in certain federal court litigation pending in the Eastern District of Oklahoma, Case No. 22-CV-284-RAW, involving disputes with a tenant and certain affiliates individuals related to 9 gas stations/convenience stores in LeFlore and Haskell Counties, Oklahoma, in which the Debtor served as landlord (the “Matter”). The claims involved in the Matter included forcible entry and detainer, trespass, breach of contract, and unjust enrichment. The fees and expenses sought pursuant to this Application pertain to the Matter.

11. Shortly before the bankruptcy cases were filed, GableGotwals successfully litigated the Debtor's right to possession (forcible entry and detainer) of the subject stores before a Magistrate Judge in the Eastern District of Oklahoma, which was subject to review by the District Court. This proceeding was stayed by the filing of the bankruptcy cases. However, during the stay numerous issues arose with respect to the use and security of the property and GableGotwals was asked to represent the Debtor in dealing with the tenants and their counsel to resolve those issues. It would not have been efficient for Debtor to retain other counsel. Also, the Oklahoma Corporation Commission (OCC) instituted administrative proceedings against the Debtor for which GableGotwals was asked to represent Debtor to avoid serious fines. GableGotwals has substantial experience dealing with the specialized OCC matters.

12. On August 17, 2023, following the Court's *Order Directing the Appointment of a Chapter 11 Trustee* [Dkt. No. 1284], the UST filed a *Notice of Appointment of Chapter 11 Trustee* [Dkt. No. 1286], and appointed Janet S. Northrup to serve as the chapter 11 trustee in these cases.

13. Ultimately, on August 24, 2023, upon its own motion and the Chapter 11 Trustee's request, the Court converted these cases to cases under chapter 7 of the Bankruptcy Code. [Dkt. No. 1397]. Thereafter, the UST appointed Janet Northrup as the Chapter 7 Trustee in these cases. [Dkt. No. 1398].

14. This final fee application is also the Applicant's first fee application in these cases because the cases were converted to cases under chapter 7. The Applicant's invoices for the Application period are attached hereto as **Exhibit A**,¹ and summarized below:

¹ The invoices reflect a carry-forward balance of \$227,111.67, which was not billed for the Application Period, but instead reflects GableGotwals' pre-petition claim, which is filed in this case as Claim 50-1.

Period	Expenses Incurred	Fees Incurred	Total Fees and Expenses Paid	Amount Outstanding
03/20/23 – 05/31/23	\$36.24	\$12,823	\$0	\$11,669.24
06/01/23 – 06/30/23	\$1.56	\$7,548.50	\$0	\$7,550.06
07/01/23 – 07/31/23	\$0	\$14,436	\$0	\$14,436
08/01/23 – 08/31/23	\$15	\$2,266	\$0	\$2,281
Total:	\$52.80	\$37,073.50	\$0.00	\$35,936.30

15. The above total for “Amount Outstanding” reflects a discount of \$1,190 applied to the first invoice listed above but does not reflect a further discount of \$172.50 applied to the last invoice, which is for the last time entry that falls outside of the Application Period.

16. The invoices identify the professional performing each task, their title (Shareholder or Associate) at GableGotwals, the amount of time spent (in tenths of an hour), the rate charged, and the total amount incurred. The following is a timekeeper summary for the Application Period:

Name of Professional	Position	Hourly Rate	Total Hours Billed	Recorded Value	Total Billing Value
Nicholas Merkley	Shareholder	\$575.00	47.20	\$27,140.00	\$27,140.00
Brandon C. Bickle	Shareholder	\$490.00	11.60	\$5,684.00	\$5,684.00
Amy Stipe	Shareholder	\$595.00	2.00	\$1,190.00	\$0.00
Gerard M. D’Emilio	Associate	\$375.00	5.90	\$2,212.50	\$2,212.50
Motahareh Nickel	Associate	\$355.00	1.90	\$674.50	\$674.50
Grand Total			68.60	\$36,901.00	\$35,711.00

17. This Fee Application requests that the Court (a) approve fees in the amount of \$35,711.00 for services rendered by GableGotwals in these Chapter 11 Cases during the Application Period; (b) approve reimbursement in the amount of \$52.80 for costs and expenses relative to same; and (c) award and order to be paid to GableGotwals the balance of any such fees and costs incurred after deducting any payments made by the Trustee to GableGotwals.

18. The expenses incurred, which are consistent with those billed to non-bankruptcy clients, are summarized as follows:

Expense Description	Total Expense	Notes
Westlaw Computerized Legal Research	\$51.00	12 cents/page
Reproduction	\$1.80	Incurring charges are pro-rated against a monthly flat fee by Westlaw (per the firm's Westlaw contract), resulting in a "net" actual cost for each research item. In other words, GableGotwals passes its discount for Westlaw research on to its clients on a pro-rata basis, ensuring that only actual costs incurred are charged to clients.
Grand Total	\$52.80	

19. The fees and expenses requested are reasonable and all amounts requested were for actual and necessary services rendered on behalf of the Debtors.

20. No agreement or understanding exists between GableGotwals and any other entity for sharing of any compensation or reimbursement in this case.

21. GableGotwals believes it has complied with the Court's procedures for fee applications in filing this Application.

22. GableGotwals has served as ordinary course counsel to the Debtor, and in that capacity, has rendered legal services for the benefit of the Debtor and the Debtors' estates.

STANDARDS RELEVANT TO AWARDING REASONABLE COMPENSATION

23. Bankruptcy Code § 330 authorizes the Court to award GableGotwals reasonable compensation for its actual and necessary services rendered and reimbursement of its actual and necessary expenses incurred in the rendering of services as ordinary course counsel to the Debtor.

§ 330 provides:

(a)(1) After notice to the parties in interest and to the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, a consumer privacy ombudsman appointed under section 332, an examiner, an ombudsman appointed under section 333, or a professional person employed under section 327 or 1103 –

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

24. This Application substantiates the total amount that GableGotwals seeks for fees and expenses in accordance with the standards set forth in Bankruptcy Rule 2016 and *In re First Colonial Corp. of America*, 544 F. 2d 1291 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977).

25. In *First Colonial*, the Fifth Circuit adopted the following twelve factors taken from *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974) (the “*Johnson Factors*”) to consider in awarding attorneys’ fees in bankruptcy cases:

(1) The time and labor required; (2) The novelty and difficulty of the questions; (3) The skill requisite to perform the legal service properly; (4) The preclusion of other employment by the attorney due to acceptance of the case; (5) The customary fee; (6) Whether the fee is fixed or contingent; (7) Time limitations imposed by the client or other circumstances; (8) The amount involved and the results obtained; (9) The experience, reputation, and ability of the attorneys; (10) The “undesirability” of the case; (11) The nature and length of the professional relationship with the client; (12) Awards in similar cases.

First Colonial, 544 F. 2d at 1298-99.

26. The original *Johnson Factors*, as embraced by *First Colonial*, remain applicable to the determination of reasonableness of fees awarded under the Bankruptcy Code. *See* 3 COLLIER ON BANKRUPTCY ¶ 330.03[9] (Richard Levin & Henry J. Sommer eds., 16th ed.). A majority of the *Johnson Factors* are now codified under Bankruptcy Code § 330(a)(3). *Id.*

27. The Fifth Circuit has rejected the “hindsight” or “material benefit” standard that was originally set for in *In re Pro-Snax Distributors, Inc.*, 157 F.3d 414 (5th Cir. 1998). In its place, the Fifth Circuit enunciated a new, prospective standard based on whether the services of counsel were reasonably likely to benefit the estate at the time such services were rendered. *See In re Woerner*, 783 F.3d 266, 276 (5th Cir. 2015).

28. All services rendered by GableGotwals satisfy the *Woerner* standard because they were reasonably likely to benefit the estate at the time rendered.

29. GableGotwals is entitled to an administrative expense in the amounts covered by this Application, pursuant to 11 U.S.C. §§ 503(b) and 507(a)(2).

NATURE AND EXTENT OF SERVICES PROVIDED BY GABLEGOTWALS

30. As briefly discussed in paragraphs 10-11, *supra*, the Matter pre-dated the Petition Date. During the Application Period, while the Chapter 11 cases were pending, GableGotwals continued its representation, which first involved coordinating the continued representation with the Debtors, their Chief Restructuring Officer, and their bankruptcy counsel, consistent with the orders and procedures for doing so in this case.²

31. Having only recently obtained the right to access the subject properties prior to the Petition Date, GableGotwals also assisted the Debtors in facilitating access and necessary inspections of the subject properties, as well as working with opposing counsel on these issues and efforts to resolve the case.

² The undersigned is a bankruptcy attorney at GableGotwals, whose time on this matter was limited to working through the bankruptcy issues and ensuring the firm’s compliance with all related requirements for continuing with the representation post-petition.

ADDITIONAL STANDARDS FOR AWARDING OF ATTORNEYS' FEES

A. The Time and Labor Required.

32. With respect to the matters described herein, numerous difficult and complex legal problems have been addressed and considered by GableGotwals, especially the highly specialized OCC matters.

33. The number of difficult issues and matters addressed by GableGotwals has required a high degree of skill and expertise. GableGotwals' attorneys, with varying levels of experience and seniority, have been used effectively and efficiently to perform the tasks assigned to them and have provided valuable and effective assistance to the Debtor.

34. The compensation requested by GableGotwals is consistent with the compensation awarded in other cases of similar size and complexity.

B. GableGotwals' Rates.

35. GableGotwals utilized its standard billing rates for this matter during the Application Period.

36. The hourly rates charged by GableGotwals are also commensurate with customary fees charged by professionals of similar experience, reputation and abilities in this community, as well as those rates charged regionally and nationally.

37. Additionally, the hourly rates charged by GableGotwals are consistent with the amount involved in these cases, the results obtained by GableGotwals, and the level of skill necessary to perform the work.

38. Accordingly, GableGotwals submits that the hourly billing rates charged are reasonable.

C. Experience, Reputation, and Ability of GableGotwals.

39. GableGotwals' attorneys, over many years, have appeared throughout Oklahoma and the United States providing effective legal representation to business clients. Further, the attorneys of GableGotwals have for many years actively participated in leadership positions in local, state, and national bar associations, and have written for local and national publications and spoken to local, state and national audiences on legal issues. GableGotwals attorneys are experienced in all aspects of business litigation, possess a high level of expertise, and have an excellent reputation in the business and legal communities.

D. Undesirability of Case.

40. The Matter was not “undesirable.” However, given GableGotwals’ history and experience with the Matter prior to the Petition Date, it would have been uneconomical and not beneficial to the estate to have replaced GableGotwals after the bankruptcy filing. GableGotwals submits that it was best positioned to continue its effective representation of the Debtors with respect to the Matter on a post-petition basis.

E. Time Limitations Imposed by the Case.

41. The time demands of this representation have not resulted in a disproportionate allocation of resources by GableGotwals. GableGotwals worked quickly, diligently, and efficiently to address the serious legal issues faced by the Debtors’ estates in the matter for which GableGotwals was employed.

42. At all times covered by this Fee Application, GableGotwals diligently fulfilled its duty as ordinary course counsel for the Debtor. All services rendered by GableGotwals benefited the estates at the time that such services were rendered. Services performed by GableGotwals throughout these cases were done in a professional, skilled, and expeditious manner.

43. No agreement exists between GableGotwals and any other person, firm, or entity for division or sharing of compensation in these cases.

44. The above narrative portion of this Application is primarily intended to serve as a summary of the major areas of GableGotwals' activities and responsibilities with respect to the Matter. **Exhibit A** provides complete recapitulations of the acts taken by GableGotwals on behalf of the Debtors during these cases.

**RESERVATION OF RIGHTS REGARDING
FUNDS HELD IN RESERVE BY DEBTORS' FORMER CHAPTER 11 COUNSEL**

45. GableGotwals is advised that the Debtors' former chapter 11 counsel is holding funds in reserve – property of the estate – for the payment of administrative professional fee claims and has filed a pending “Reserve Distribution Motion.” [Doc. #1519]. According to the Reserve Distribution Motion, the amount held in reserve is \$5,116,118.18, which does not include additional funds held by the firm as a prepetition retainer (the “Reserve”).

46. Based on the Reserve Distribution Motion, the Reserve amount is based on amounts contained in budgets. The request made in the Reserve Distribution Motion is that the Court authorize payment of the reserve funds to only those professionals included in the budgets.

47. Respectfully, GableGotwals submits that this is inappropriate. Based on what GableGotwals has been told by the Chapter 7 Trustee's counsel, it is unclear whether any additional funds will be available to pay chapter 11 administrative claims. Thus, in all likelihood, this case is administratively insolvent.

48. GableGotwals' attorney are professionals employed by the chapter 11 debtors and should share in distributions from any reserve account held for the payment of professional administrative fee claims. As it appears the case is administratively insolvent, the funds should be distributed on a pro-rata basis. 11 U.S.C. § 726(b).

49. A Stipulation was entered and signed by the Court, by the Debtors' former chapter 11 counsel who filed the Reserve Distribution Motion, the Chapter 7 Trustee, First Horizon Bank, and certain other professionals, establishing a schedule for the filing of final fee applications and consideration of the Reserve Distribution Motion [Dkt. No. 1632] (the "Stipulation").

50. This Application is filed in accordance with deadline of November 15, 2023 set forth in the Stipulation for final fee applications.

51. GableGotwals reserves the right to file objections to any final fee applications and/or the Reserve Distribution Motion by January 15, 2024, as set forth in the Stipulation.

Based on the foregoing, GableGotwals requests that this Court (a) approve compensation for services rendered by GableGotwals during the Application Period in the total amount of \$35,763.80 as an administrative expense under 11 U.S.C. §§ 503(b) and 507(a)(2); (b) award and order to be paid to GableGotwals the balance of such fees and costs incurred to be paid from funds available in the Debtors' estate, on a pro rata basis with other claims of the same priority if necessary due to administrative insolvency; and (c) for such other and further relief as may be just and proper.

Dated: November 15, 2023.

Respectfully submitted,

/s/ Brandon C. Bickle

Brandon C. Bickle, OBA #22064

Admitted Pro Hac Vice

GableGotwals

110 N. Elgin Ave., Ste. 200

Tulsa, Oklahoma 74120

(t) 918.595.4800 | (f) 918.595.4990

bbickle@gablelaw.com

Attorney for GableGotwals

DECLARATION OF NICK MERKLEY

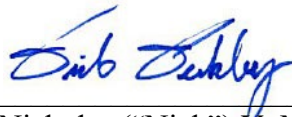
1. I, Nicholas (“Nick”) V. Merkley, am a Shareholder of the law firm GableGotwals, located at BOK Park Plaza, 499 W. Sheridan Avenue, Oklahoma City, Oklahoma 73102.

2. No agreement exists, nor will any be made, to share with any other person or firm the compensation requested in the foregoing application, except as authorized by 11 U.S.C. § 504(b) and FED. R. BANKR. P. 2014(b).

3. I am the lead attorney involved in the engagement described in the foregoing application. To the best of my knowledge, information, and belief, the contents of the foregoing Application, along with the attached invoices, are true, correct, and complete, and set forth accurately the services performed by GableGotwals in these bankruptcy cases for the time period referenced. If called as a witness, I will so testify.

I, Nicholas (“Nick”) V. Merkley, do hereby certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

EXECUTED on this 15th day of November 2023.



Nicholas (“Nick”) V. Merkley

CERTIFICATE OF SERVICE

This will certify that a true and correct copy of the foregoing document was forwarded by electronic transmission to all registered ECF users appearing in the case on November 15, 2023.

/s/ Brandon C. Bickle

Brandon C. Bickle



Tax ID: 73-0776907

110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120
918.595.4800

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: 06/22/2023
Invoice # 772378
Matter # 015906-00001
Billing Attorney: AMS 0320
Billed Through: 05/31/2023

RE: Freeway Stores-Nine Shell Gas Stations

CURRENT BILLING SUMMARY

Fees	\$12,823.00
Costs	\$36.24
Less Discount	(\$1,190.00)
Total Due Current Invoice	\$11,669.24

Please compare the previous balance due to your records. An A/R detail is included in this invoice.

Previous Balance Due	\$227,111.67
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Total Amount Due	\$238,780.91
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Freeway Stores-Nine Shell Gas Stations

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Invoice #772378

Invoice Date: 06/22/2023

015906-00001

Professional Services

Date	Initials	Description of Services	Hours	Rate	Amount
03/20/2023	NVM	Teleconference with Neil Lansing regarding bankruptcy (.2); Research regarding bankruptcy (.4); Emails with Kathy Neal regarding bankruptcy and injunction (.5).	1.10	575.00	632.50
03/20/2023	GMD	Confer with Nick Merkley regarding case status and strategic considerations related to claims against individuals behind defendant entities.	0.30	375.00	112.50
03/22/2023	NVM	Teleconference with court deputy about injunction order and bankruptcy.	0.30	575.00	172.50
03/23/2023	AMS	Multiple communications with MEB, NVM, Brandon Bickel and JDD re: the bankruptcy filing.	1.00	595.00	595.00
03/23/2023	BCB	Review Mountain Express's bankruptcy filing for direction regarding the retention of ordinary course professionals.	0.50	490.00	245.00
03/23/2023	NVM	Emails with Kathy Neal and Gerard D'Emilio regarding bankruptcy and case status (.5); Conduct legal research regarding options with bankruptcy in place to get injunction order entered (.8); Emails with Daniel Turcot regarding inspections (.2).	1.50	575.00	862.50
03/24/2023	AMS	Multiple communications with Brandon Bickel and others re: the bankruptcy filing.	0.50	595.00	297.50
03/24/2023	BCB	Correspondence with Nick Merkley and Amy Stipe regarding retention and payment of ordinary course professionals in the Mountain Express bankruptcy.	0.20	490.00	98.00
03/29/2023	GMD	Research whether MEX has response right to Freeway's objections to Magistrate's R&R and outline legal and strategic analysis.	3.80	375.00	1,425.00
03/30/2023	NVM	Review court order regarding bankruptcy stay and memo from Gerard D'Emilio regarding magistrate ruling and opposing appeal by Nine Shell, analyze bankruptcy issues, and outline strategy going forward.	1.70	575.00	977.50
04/03/2023	AMS	Multiple communications with JDD, NVM and others regarding case status and bankruptcy.	0.20	595.00	119.00
04/04/2023	BCB	Review updates in the Mountain Express bankruptcy (0.2). Correspondence with Nick Merkley and John Dale regarding same (0.1). Correspondence with Mountain Express's bankruptcy counsel regarding treatment of ordinary course professionals (0.2).	0.50	490.00	245.00
04/05/2023	NVM	Emails with Neil Lansing regarding status and need to conduct inspections.	0.30	575.00	172.50
04/06/2023	BCB	Correspondence with Nick Merkley, Neil Lansing, and Michael Healy regarding treatment of professionals in the bankruptcy case.	0.50	490.00	245.00
04/06/2023	NVM	Prepare for and participate in teleconference with Neil Lansing regarding case status and strategy.	0.90	575.00	517.50



Freeway Stores-Nine Shell Gas Stations

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Invoice #772378

Invoice Date: 06/22/2023

015906-00001

Date	Initials	Description of Services	Hours	Rate	Amount
04/07/2023	BCB	Correspondence with Michael Healy about the bankruptcy case, treatment of ordinary course professionals, etc. (0.4) Email to Nick Merkley regarding same (0.2).	0.60	490.00	294.00
04/11/2023	BCB	Email and telephone correspondence with bankruptcy counsel for Mountain Express regarding ordinary course professionals motion.	0.30	490.00	147.00
04/11/2023	NVM	Emails with Neil Lansing regarding automatic stay and case status.	0.20	575.00	115.00
04/11/2023	GMD	Correspond with co-counsel regarding status of bankruptcy.	0.40	375.00	150.00
04/17/2023	BCB	Review and analyze application filed in the bankruptcy case to approve the retention of ordinary course professionals and compensation procedures (2.0). Correspondence with co-counsel regarding same, terms of employment and GG's obligations (0.5).	2.50	490.00	1,225.00
04/24/2023	MN	Review Debtors Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals.	0.20	355.00	71.00
04/26/2023	BCB	Correspondence with the Debtors' counsel regarding post-petition retention issues (0.3). Review case website for status (0.2).	0.50	490.00	245.00
04/27/2023	BCB	Correspondence with the Debtors' counsel regarding post-petition retention issues, and background/details regarding the Freeway Stores Oklahoma litigation.	0.80	490.00	392.00
04/28/2023	GMD	Revise draft email to outside counsel and respond to litigation-related questions posed by Brandon Bickle.	0.60	375.00	225.00
05/01/2023	GMD	Confer with Brandon Bickle regarding Eastern District litigation and bankruptcy related issues.	0.70	375.00	262.50
05/03/2023	BCB	Redact exhibits to proof of claim.	0.80	490.00	392.00
05/03/2023	NVM	Teleconference with Neil Lansing regarding case status and strategy.	0.50	575.00	287.50
05/08/2023	BCB	Review amended motion to employ ordinary course professionals.	0.50	490.00	245.00
05/08/2023	BCB	Correspondence with Neil Lansing and Nick Merkley regarding post-petition retention issues.	0.50	490.00	245.00
05/09/2023	AMS	Review and analyze various Mountain Express bankruptcy related emails (0.2). Communications with NVM and others regarding the same (0.1).	0.30	595.00	178.50
05/09/2023	NVM	Teleconference with Neil Lansing regarding case status and strategy.	0.50	575.00	287.50
05/09/2023	NVM	Letter to Neil Lansing regarding case strategy.	1.30	575.00	747.50
05/15/2023	BCB	Review file-stamped order granting MEX's motion to employ and compensate ordinary course professionals (0.1). Correspondence with Nick Merkley regarding same (0.2).	0.30	490.00	147.00
05/18/2023	BCB	Finalize and file proof of claim.	0.70	490.00	343.00
05/22/2023	MN	Review and analyze Order Authorizing Retention of Certain Professionals and associated Notice of Filing of Additional Professional to be Employed.	0.20	355.00	71.00



Freeway Stores-Nine Shell Gas Stations

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Invoice #772378

Invoice Date: 06/22/2023

015906-00001

Date	Initials	Description of Services	Hours	Rate	Amount
05/31/2023	MN	Receive and review Notice of Amended Hearing Time and Continued Hearing Regarding Debtors' Emergency First Omnibus Motion.	0.10	355.00	35.50
Total			25.80		\$12,823.00

Summary of Professional Services

Timekeeper	Initials	Title	Hours	Rate	Amount
Amy M. Stipe	AMS	Shareholder	2.00	595.00	1,190.00
Motahareh Nickel	MN	Associate	0.50	355.00	177.50
Gerard M. D'Emilio	GMD	Associate	5.80	375.00	2,175.00
Brandon C. Bickle	BCB	Shareholder	9.20	490.00	4,508.00
Nicholas V. Merkley	NVM	Shareholder	8.30	575.00	4,772.50
Total			25.80		\$12,823.00

Cost Details

Cost Date	Cost Description	Quantity	Cost Amount
03/29/2023	Reproduction	2	0.24
05/01/2023	Westlaw Computerized Legal Research		10.00
05/02/2023	Westlaw Computerized Legal Research		26.00
Total			\$36.24

Cost Summary

Cost Description	Cost Amount
Reproduction	0.24
Westlaw Computerized Legal Research	36.00
Total	\$36.24
Discounts/Adjustments	(\$1,190.00)
Total Due Current Invoice	\$11,669.24

Statement of Account

Prior Balance	\$227,111.67
Payments and Adjustments	\$0.00
Current Fees, Disbursements and Taxes	\$11,669.24
Amount Due and Owing to Date	\$238,780.91



Freeway Stores-Nine Shell Gas Stations

Page:5

Invoice #772378

Invoice Date: 06/22/2023

015906-00001

Accounts Receivable Detail

Date	Invoice	Billed	Receipt	Balance
11/30/2022	764116	22,396.50	0.00	22,396.50
12/06/2022	764549	25,805.95	0.00	25,805.95
01/31/2023	767796	24,945.24	0.00	24,945.24
03/21/2023	768583	141,939.21	0.00	141,939.21
05/18/2023	771021	12,024.77	0.00	12,024.77
Total		\$227,111.67	\$0.00	\$227,111.67





Tax ID: 73-0776907

110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120
918.595.4800

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: 06/22/2023
Invoice #: 772378
Matter #: 015906-00001
Billing Attorney: AMS 0320
Billed Through: 05/31/2023

RE: Freeway Stores-Nine Shell Gas Stations

CURRENT BILLING SUMMARY

Fees	\$12,823.00
Costs	\$36.24
Less Discount	(\$1,190.00)
Total Due Current Invoice	\$11,669.24
Previous Balance Due	\$227,111.67
Total Amount Due	\$238,780.91

REMITTANCE COPY**SEND WITH CHECK TO:**

GableGotwals
110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120

OR**WIRE FUNDS TO:**

Bank Name: International Bank of Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 114902528
Account Number: 1603235876
SWIFT*: IBCLUS44

Credit Account: GableGotwals Operating Account

**ON INTERNATIONAL WIRES THE ABA/ROUTING NUMBER MUST BE ON
WIRE OR THE WIRE WILL BE RETURNED.*





Tax ID: 73-0776907

110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120
918.595.4800

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: 07/20/2023
Invoice # 773495
Matter # 015906-00001
Billing Attorney: AMS 0320
Billed Through: 06/30/2023

RE: Freeway Stores-Nine Shell Gas Stations

CURRENT BILLING SUMMARY

Fees	\$7,548.50
Costs	\$1.56
Total Due Current Invoice	\$7,550.06

Please compare the previous balance due to your records. An A/R detail is included in this invoice.

Previous Balance Due	\$238,780.91
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Total Amount Due	\$246,330.97
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Freeway Stores-Nine Shell Gas Stations

Page:2

Invoice #773495

Invoice Date: 07/20/2023

015906-00001

Professional Services

Date	Initials	Description of Services	Hours	Rate	Amount
06/06/2023	NVM	Emails with bankruptcy counsel regarding status and declaration.	0.30	575.00	172.50
06/12/2023	BCB	Correspondence and assistance with MEX's bankruptcy counsel and Nick Merkley regarding finalization of retention as an ordinary course professional in the bankruptcy case.	2.00	490.00	980.00
06/14/2023	NVM	Revise and finalize Declaration for bankruptcy court and email with bankruptcy counsel and Neil Lansing regarding same (1.2); Teleconference and email with Neil Lansing regarding engagement and case strategy (.9).	2.10	575.00	1,207.50
06/16/2023	MN	Review and analyze Debtors' Motion for Extension of Time to Remove Actions and draft Order.	0.20	355.00	71.00
06/16/2023	NVM	Emails with Neil Lansing regarding status and strategy.	0.40	575.00	230.00
06/19/2023	NVM	Emails and text messages with Neil Lansing regarding status and strategy (.4); Prepare for and participate in meeting with Neil Lansing regarding outstanding issues and strategy for moving forward (1.4).	1.80	575.00	1,035.00
06/20/2023	NVM	Prepare for and participate in lengthy teleconference with Kathy Neal about case status and possible resolutions (1.3); Teleconference with Neil Lansing regarding Kathy's positions, OCC fines, and case strategy (.4); Review email from Lansing and attached OCC fine invoices, review pleadings in all OCC matters, and prepare for call with OCC attorney regarding issues and resolution (2.4).	4.10	575.00	2,357.50
06/26/2023	NVM	3 calls with opposing counsel regarding inspections (.5); Review and analyze filings and best route for relief from OCC fines (1.0).	1.50	575.00	862.50
06/27/2023	NVM	Teleconference with Kathy Neal regarding demands from her client before allowing access to stores for testing, status of case, litigation if stay is lifted, etc. (.7).	0.70	575.00	402.50
06/30/2023	NVM	Teleconference with Kathy Neal.	0.40	575.00	230.00
Total			13.50		\$7,548.50

Summary of Professional Services

Timekeeper	Initials	Title	Hours	Rate	Amount
Motahareh Nickel	MN	Associate	0.20	355.00	71.00
Brandon C. Bickle	BCB	Shareholder	2.00	490.00	980.00
Nicholas V. Merkley	NVM	Shareholder	11.30	575.00	6,497.50
Total			13.50		\$7,548.50



Freeway Stores-Nine Shell Gas Stations

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Invoice #773495

Invoice Date: 07/20/2023

015906-00001

Cost Details

Cost Date	Cost Description	Quantity	Cost Amount
06/13/2023	Reproduction	3	0.36
06/13/2023	Reproduction	10	1.20
		Total	\$1.56

Cost Summary

Cost Description	Cost Amount
Reproduction	1.56
Total	\$1.56
Total Due Current Invoice	
	\$7,550.06

Statement of Account

Prior Balance	\$238,780.91
Payments and Adjustments	\$0.00
Current Fees, Disbursements and Taxes	\$7,550.06
Amount Due and Owing to Date	\$246,330.97

Accounts Receivable Detail

Date	Invoice	Billed	Receipt	Balance
11/30/2022	764116	22,396.50	0.00	22,396.50
12/06/2022	764549	25,805.95	0.00	25,805.95
01/31/2023	767796	24,945.24	0.00	24,945.24
03/21/2023	768583	141,939.21	0.00	141,939.21
05/18/2023	771021	12,024.77	0.00	12,024.77
06/22/2023	772378	11,669.24	0.00	11,669.24
Total		\$238,780.91	\$0.00	\$238,780.91





Tax ID: 73-0776907

110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120
918.595.4800

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: 07/20/2023
Invoice # 773495
Matter # 015906-00001
Billing Attorney: AMS 0320
Billed Through: 06/30/2023

RE: Freeway Stores-Nine Shell Gas Stations**CURRENT BILLING SUMMARY**

Fees	\$7,548.50
Costs	\$1.56
Total Due Current Invoice	\$7,550.06
Previous Balance Due	\$238,780.91
Total Amount Due	\$246,330.97

REMITTANCE COPY**SEND WITH CHECK TO:**

GableGotwals
110 N. Elgin Ave., Suite 200
Tulsa, Oklahoma 74120

OR**WIRE FUNDS TO:**

Bank Name: International Bank of Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 114902528
Account Number: 1603235876
SWIFT*: IBCLUS44

Credit Account: GableGotwals Operating Account

**ON INTERNATIONAL WIRES THE ABA/ROUTING NUMBER MUST BE ON
WIRE OR THE WIRE WILL BE RETURNED.*





110 N. Elgin Ave., Suite 200
Tulsa, OK 74120
(918) 595-4800

Tax ID: 73-0776907

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: August 31, 2023
Invoice Number: 775169
Matter Number: 015906-00001

Matter: Freeway Stores-Nine Shell Gas Stations

For professional services rendered through July 31, 2023

Fees	14,436.00
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Total Due This Invoice	\$14,436.00
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Please compare the previous balance due to your records. An A/R detail is included in this invoice.

Previous Balance Due	246,330.97
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Total Amount Due	\$260,766.97
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Please Remit to:
GableGotwals
110 N. Elgin Ave., Suite 200
Tulsa, OK 74120

ACH Instructions:
Bank Name: International Bank of
Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 303072793
Account Number: 1603235876
Credit Account: GableGotwals Operating
Account
(Please Reference Invoice Number)

Wire Instructions:
Bank Name: International Bank of Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 114902528
Account Number: 1603235876
SWIFT*: IBCLUS44
Credit Account: GableGotwals Operating Account
(Please Reference Invoice Number)
*** ON INTERNATIONAL WIRES THE ABA/ROUTING
NUMBER MUST BE ON WIRE OR THE WIRE WILL BE
RETURNED.**

Client: Mountain Express Oil Company
Matter: Freeway Stores-Nine Shell Gas Stations

Invoice Date: August 31, 2023
Invoice Number: 775169
Matter Number: 015906-00001

Professional Services

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/05/23	NVM	Teleconference with Kathy Neal regarding inspections and lifting stay (.3); Emails with Kathy Neal regarding contacts (.2); Follow up teleconference with Kathy (.2).	0.70	575.00	402.50
07/10/23	GMD	Confer with Nick Merkley regarding case status and strategy.	0.10	375.00	37.50
07/17/23	NVM	Teleconference with Neil Lansing (.4); Review email from opposing counsel regarding fuel inspections, conduct research regarding same, and teleconference with on-site owner Mick LaFevers regarding issues (2.4); Call and leave message for opposing counsel (.1); Emails with opposing counsel (.2); Prepare for and participate in conference call with opposing counsel (.7).	3.80	575.00	2,185.00
07/18/23	NVM	Teleconferences with Neil Lansing and Kathy Neal (.9); Follow up emails with Kathy (.3).	1.20	575.00	690.00
07/19/23	NVM	Conference with Neil Lansing; Call and leave message for Kathy Neal; Factual and legal research regarding OCC issues; Call and leave message for OCC; Teleconference with Kathy; Conference with OCC attorney; Outline strategy for getting inspections completed and voiding fines, including potential appeal.	6.50	575.00	3,737.50
07/25/23	NVM	Prepare for and participate in strategy call with client and bankruptcy counsel (1.3); Follow up emails with Neil Lansing, Greg Demo, and Lisa Ciotoli regarding OCC issues and relief from stay (.8); Legal research regarding OCC issues and potential for appeal (1.5); Teleconference with Kathy Neal (.3).	3.70	575.00	2,127.50
07/27/23	NVM	Emails with Kathy Neal regarding status report and call (.6); Draft and revise Joint Status Report (.5); 5 teleconference with Kathy Neal regarding numerous issues (2.2); Teleconference with Neil Lansing regarding fuel inspections and emails with Neil, Kathy, Daniel Turcot, and MVI Field Services regarding same (1.3).	4.60	575.00	2,645.00
07/31/23	NVM	Teleconference with Neil Lansing regarding c-store regulations, conduct legal research regarding same, and conference with Motahareh Nickel regarding same and strategy (2.4); Review research and related memo from Mote, conduct additional research, and email Neil Lansing regarding same (1.3); Review email from Neil (.1).	3.80	575.00	2,185.00
07/31/23	MN	Research issues related to OCC's regulatory authority and reporting requirements. Prepare concise report of findings for Client review.	1.20	355.00	426.00
Total			25.60		\$14,436.00

Summary of Professional Services

<u>Name</u>	<u>Initials</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nicholas V. Merkley	NVM	Shareholder	24.30	575.00	13,972.50
Gerard M. D'Emilio	GMD	Associate	0.10	375.00	37.50
Motahareh Nickel	MN	Associate	1.20	355.00	426.00
			25.60		\$14,436.00

Client: Mountain Express Oil Company
Matter: Freeway Stores-Nine Shell Gas Stations

Invoice Date: August 31, 2023
Invoice Number: 775169
Matter Number: 015906-00001

Statement of Account

<u>Invoice Date</u>	<u>Invoice</u>	<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>Over 120</u>
11/30/22	764116	0.00	0.00	0.00	0.00	22,396.50
12/06/22	764549	0.00	0.00	0.00	0.00	25,805.95
01/31/23	767796	0.00	0.00	0.00	0.00	24,945.24
03/21/23	768583	0.00	0.00	0.00	141,939.21	0.00
05/18/23	771021	0.00	12,024.77	0.00	0.00	0.00
06/22/23	772378	11,669.24	0.00	0.00	0.00	0.00
07/20/23	773495	7,550.06	0.00	0.00	0.00	0.00
		19,219.30	12,024.77	0.00	141,939.21	73,147.69
Total						\$246,330.97



110 N. Elgin Ave., Suite 200
Tulsa, OK 74120
(918) 595-4800

Tax ID: 73-0776907

Mountain Express Oil Company
c/o Neil Lansing
Neil.Lansing@mtnexpressoil.com

Invoice Date: September 20, 2023
Invoice Number: 776003
Matter Number: 015906-00001

Matter: Freeway Stores-Nine Shell Gas Stations

For professional services rendered through August 31, 2023

Fees	2,266.00
Costs	15.00
Total Due This Invoice	\$2,281.00

Please compare the previous balance due to your records. An A/R detail is included in this invoice.

Previous Balance Due	260,766.97
Total Amount Due	\$263,047.97

Please Remit to:
GableGotwals
110 N. Elgin Ave., Suite 200
Tulsa, OK 74120

ACH Instructions:
Bank Name: International Bank of
Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 303072793
Account Number: 1603235876
Credit Account: GableGotwals Operating
Account
(Please Reference Invoice Number)

Wire Instructions:
Bank Name: International Bank of Commerce
Bank Address: 2250 E. 73rd St, Ste 110
Tulsa, OK 74136
(918) 497-2487
ABA Number: 114902528
Account Number: 1603235876
SWIFT*: IBCLUS44
Credit Account: GableGotwals Operating Account
(Please Reference Invoice Number)
* ON INTERNATIONAL WIRES THE ABA/ROUTING
NUMBER MUST BE ON WIRE OR THE WIRE WILL BE
RETURNED.

Client: Mountain Express Oil Company
Matter: Freeway Stores-Nine Shell Gas Stations

Invoice Date: September 20, 2023
Invoice Number: 776003
Matter Number: 015906-00001

Professional Services

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/01/23	BCB	Review proofs of claim materials received in the mail from Mountain Express.	0.40	490.00	196.00
08/02/23	NVM	Teleconferences with Kathy Neal and Neil Lansing regarding inspection issues (.9); Multiple emails with bankruptcy counsel and Neil Lansing regarding inspection issues and potential buyer in bankruptcy (.7); Follow up teleconference with Neil Lansing (.3).	1.90	575.00	1,092.50
08/04/23	NVM	Teleconference with OCC counsel regarding cases and potential resolution and avoidance of fines.	0.80	575.00	460.00
08/10/23	NVM	Teleconference with Neil Lansing regarding case status and strategy.	0.40	575.00	230.00
08/16/23	NVM	Review email from Kathy Neal and call and leave her a message.	0.20	575.00	115.00
08/28/23	NVM	Teleconference with Mick LaFevers.	0.30	575.00	172.50
Total			4.00		\$2,266.00

Summary of Professional Services

<u>Name</u>	<u>Initials</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brandon C. Bickle	BCB	Shareholder	0.40	490.00	196.00
Nicholas V. Merkley	NVM	Shareholder	3.60	575.00	2,070.00
			4.00		\$2,266.00

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
07/17/23	Westlaw Computerized Legal Research		15.00
Total			\$15.00

Cost Summary

<u>Description</u>	<u>Amount</u>
Westlaw Computerized Legal Research	15.00
Total	\$15.00

Statement of Account

<u>Invoice Date</u>	<u>Invoice</u>	<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>Over 120</u>
11/30/22	764116	0.00	0.00	0.00	0.00	22,396.50
12/06/22	764549	0.00	0.00	0.00	0.00	25,805.95
01/31/23	767796	0.00	0.00	0.00	0.00	24,945.24
03/21/23	768583	0.00	0.00	0.00	0.00	141,939.21
05/18/23	771021	0.00	0.00	12,024.77	0.00	0.00
06/22/23	772378	11,669.24	0.00	0.00	0.00	0.00

Exhibit A - 16 of 16

Client: Mountain Express Oil Company

Invoice Date: September 20, 2023

Matter: Freeway Stores-Nine Shell Gas Stations

Invoice Number: 776003

Matter Number: 015906-00001

<u>Invoice Date</u>	<u>Invoice</u>	<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>Over 120</u>
07/20/23	773495	7,550.06	0.00	0.00	0.00	0.00
08/31/23	775169	14,436.00	0.00	0.00	0.00	0.00
		33,655.30	0.00	12,024.77	0.00	215,086.90
Total						\$260,766.97